

THE DETROIT AND TOLEDO SHORE LINE RAILROAD COMPANY

131 WEST LAFAYETTE AVENUE

E. C. OPPERTHAUSER
GENERAL COUNSEL

DETROIT, MICH. 48226

NO. 6-1941060
 Date JUL 12 1976
 Fee \$ 10-
 RECORDATION NO. 8324-A
 JUL 18 1976 2 10 PM
 INTERSTATE COMMERCE COMMISSION

Secretary
 Interstate Commerce Commission
 Washington, D.C. 20423

Dear Sir:

Herewith for recordation pursuant to Section 20c of the Interstate Commerce Act are counterparts of the following:

An amendment agreement dated as of June 13, 1976 among National Bank of Detroit, agent; Detroit and Toledo Shore Line Railroad Company, railroad; and ACF Industries, builder, to a Conditional Sale Agreement and an Agreement and Assignment dated as of April 15, 1976, filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act of May 13, 1976, and assigned recordation number 8324.

The addresses of the parties to the aforementioned agreement are:

ACF Industries, Incorporated
 750 Third Avenue
 New York, N. Y. 10017

The Detroit and Toledo Shore Line Railroad Company
 131 West Lafayette Boulevard
 Detroit, MI 48226

National Bank of Detroit
 Woodward Avenue at Fort Street
 Detroit, Michigan 48232.

The equipment covered by the aforementioned agreement consists of 50 100-ton, 2,700 cubic foot covered hopper


C. Opperthausen

Secretary
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cars, AAR mechanical designation L0, bearing the road numbers of the Detroit and Toledo Shore Line Railroad Company D & TS 2600 through 2649, and also bearing the legend "Ownership Subject to a Security Agreement filed under the Interstate Commerce Act, Section 20c."

Enclosed is our check for \$50 for the required recordation fee. Please accept for recordation two counterparts of the enclosed agreement, stamp the remaining counterparts with your recordation number and return them to the delivering messenger along with your fee receipt, addressed to the undersigned.

Very truly yours,


R. L. Ritchie
Treasurer

Interstate Commerce Commission

OFFICE OF THE SECRETARY

Washington, D.C. 20423

7/12/76

R.L. Ritchie

**The Detroit and Toledo Shore Line
RR. Company**

**131 West Lafayette Avenue
Detroit, Mich. 48226**

Dear Sir:

The enclosed documents were recorded pursuant to the provisions of
Section 20c of the Interstate Commerce Act, 49 U.S.C. 20c, on **7/12/76**
at **2:10pm**, and assigned recordation numbers as follows:

8324-A

Sincerely yours,

Secretary

Encl.

SERS Form 30-A
(1967)

RECORDATION NO. 8324-A
JUL 12 1976 2 12 PM
INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of June 22, 1976, among NATIONAL BANK OF DETROIT (hereinafter called the Agent), DETROIT AND TOLEDO SHORE LINE RAILROAD COMPANY (hereinafter called the Railroad), and ACF INDUSTRIES, INCORPORATED (hereinafter called the Builder).

WHEREAS the Builder and the Railroad have entered into a Conditional Sale Agreement dated as of April 15, 1976 (hereinafter called the Conditional Sale Agreement), filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on May 13, 1976, and assigned recordation number 8324;

WHEREAS the Builders have assigned the Conditional Sale Agreement to the Agent by an Agreement and Assignment dated as of April 15, 1976, filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on May 13, 1976, and assigned recordation number 8324; and

WHEREAS the parties hereto desire to amend the Conditional Sale Agreement.

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as

follows:

1. Article 4 of the Conditional Sale Agreement is hereby amended by substituting the figure "\$1,303,138" for the figure "\$1,367,630" in the eighth line of subparagraph (a) of the third paragraph thereof.

2. Except as amended hereby, the Conditional Sale Agreement shall remain in full force and effect.

3. The Railroad will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

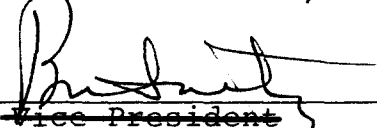
4. This Agreement may be executed in any number of counterparts, all of which together shall constitute a single instrument, and it shall not be necessary that any counterpart be signed by all the parties hereto so long as all the parties shall sign at least one counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year

first above written.

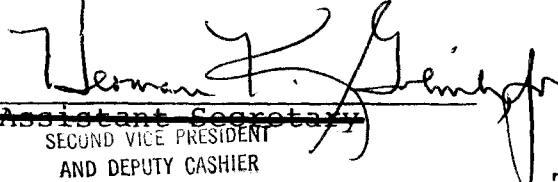
NATIONAL BANK OF DETROIT,

by


~~Vice President~~
 ASSISTANT VICE PRESIDENT


[Corporate Seal]

Attest:


~~Assistant Secretary~~
 SECOND VICE PRESIDENT
 AND DEPUTY CASHIER

THE DETROIT AND TOLEDO SHORE
 LINE RAILROAD COMPANY,

by


~~Vice President~~
 TREASURER

[Corporate Seal]

Attest:


 Assistant Secretary

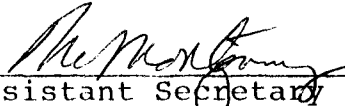
ACF INDUSTRIES, INCORPORATED

by


 Vice President

[Corporate Seal]

Attest:


 Assistant Secretary

STATE OF MICHIGAN,)
) ss.:
COUNTY OF WAYNE ,)

On this *28th* day of June 1976, before me personally appeared **B. N. SNITZ**, to me personally known, who, being by me duly sworn, says that he is a ~~Vice~~ **ASSISTANT VICE PRESIDENT** ~~President~~ of NATIONAL BANK OF DETROIT, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

C. A. Kammer

Notary Public


C. A. KAMMER
Notary Public, Macomb County, Mich.
Acting in Wayne County, Mich.
My Commission Expires 9-18-79

[NOTARIAL SEAL]

My Commission expires

STATE OF MICHIGAN,)
) ss.:
COUNTY OF WAYNE,)

On this ^{July} 7th day of ~~June~~ 1976, before me personally appeared R. L. RITCHIE, to me personally known, who, being by me duly sworn, says that he is a ^{TREASURER} ~~Vice~~ President of THE DETROIT AND TOLEDO SHORE LINE RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public
J. A. BREMER
Notary Public, Wayne County, Mich.
My Commission Expires Feb. 6, 1978

[NOTARIAL SEAL]

My Commission expires

STATE OF NEW YORK,)
) ss:
COUNTY OF NEW YORK,)

On this ^{24th} day of June 1976, before me personally appeared **IVAN A. BURNS**, to me personally known, who, being by me duly sworn, says that he is a Vice President of ACF INDUSTRIES, INCORPORATED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

EDWIN F. MEYER
NOTARY PUBLIC, State of New York
No. 30-7917803
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1978

[NOTARIAL SEAL]